

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric
Company

☒ Affects both Debtors

* All papers shall be filed in the lead case,
No. 19-30088 (DM)

Case No. 19-30088 (DM)

Chapter 11

(Jointly Administered)

**NOTICE OF TRANSFER OF CERTAIN CLAIMS
SET FORTH IN OMNIBUS PROOF OF CLAIM
OTHER THAN FOR SECURITY**

Judge: Hon. Dennis Montali

An OMNIBUS PROOF OF CLAIM HAS BEEN FILED IN THESE CASES or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Fed. R. Bankr. P. 3001(e)(2) of the transfer of certain claims, other than for security, set forth in the Omnibus Proof of Claim¹ with respect to claims held by Transferor as set forth in the *Transfer of Certain Claims Set Forth in Omnibus Proof of Claim Other than for Security and Evidence of Transfer of Certain Claims Set Forth in Omnibus Proof of Claim* (the “Seller Transfer and Evidence of Transfer”),² filed on March 3, 2020 [Docket No. 6051], as such transferred claims are described in (i) this *Notice of Partial Transfer of Certain Claims Set Forth in Omnibus Proof of Claim Other than for Security* and (ii) the *Evidence of Transfer of Certain Claims Set Forth in Omnibus Proof of Claim* attached hereto.

TLFI Investments B, LLC

Name of Transferee

BG Subrogation Partners I-A, L.L.C.

Name of Transferor

Aggregate Number of Insured Losses held by the Transferor as set forth in the Seller Transfer and Evidence of Transfer (as of December 31, 2019): 1,419

Aggregate Amount of Claims held by the Transferor as set forth in the Seller Transfer and Evidence of Transfer (as of December 31, 2019): \$1,172,829,886.28

Aggregate Transferred Number of Insured Losses transferred by Transferor to Transferee as set forth in (i) this *Notice of Partial Transfer of Certain Claims Set Forth in Omnibus Proof of Claim Other Than for Security* and (ii) the attached *Evidence of Transfer of Certain Claims Set Forth in Omnibus Proof of Claim* (as of December 31, 2019): 709

¹ An omnibus proof of claim number will be assigned by Prime Clerk to the Seller Transfer and Evidence of Transfer.

² As set forth in the Seller Transfer and Evidence of Transfer, certain claims set forth in Omnibus Proof of Claim No. 55412, filed by Nationwide Mutual Insurance Company and certain of its affiliates on October 15, 2019, were transferred to Transferor.

Aggregate Transferred Amount of Claims transferred by Transferor to Transferee as set forth in (i) this *Notice of Partial Transfer of Certain Claims Set Forth in Omnibus Proof of Claim Other Than for Security* and (ii) the attached *Evidence of Transfer of Certain Claims Set Forth in Omnibus Proof of Claim* (as of December 31, 2019): \$586,446,905.13

Name and Address where notices to Transferee should be sent:

TLFI Investments B, LLC
2100 McKinney Avenue, Suite 1500
Dallas, Texas 75201
Attention: Joshua Peck
jpeck@tpg.com; TSSPlegal@tpg.com

with a copy to:

Vinson & Elkins LLP
The Grace Building
1114 Avenue of the Americas, 32nd Floor
New York, NY 10036-7708
Attention: John Kupiec
jkupiec@velaw.com

Name and Address where notices to Transferor should be sent:

The Baupost Group, L.L.C.
10 St. James Avenue, 17th Floor
Boston, Massachusetts 02116
Attention: Frederick H. Fogel
(617) 210-8300
pcgpublicteam@baupost.com

with a copy to:

Ropes & Gray LLP
800 Boylston Street
Boston, Massachusetts 02199-3600
Attention: Mark Bane and Matthew Roose
Phone: (617) 596-9000
matthew.roose@ropesgray.com
mark.bane@ropesgray.com

Transferee payments should be sent as separately directed by the Transferee.

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: _____


Transferee/Transferee's Agent
Joshua Peck, Vice President

Date: _____

3/3/2020

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**EVIDENCE OF TRANSFER OF
CERTAIN CLAIMS SET FORTH IN OMNIBUS PROOF OF CLAIM**

TO: Clerk, United States Bankruptcy Court for the Northern District of California (“Bankruptcy Court”)

AND TO: In re Pacific Gas & Electric Corp. (Case No. 19-30088) and Pacific Gas and Electric Company (Case No. 19-30089) (collectively, the “Debtors”)

Omnibus Proof of Claim³ with respect to claims held by SELLER as set forth in the *Transfer of Certain Claims Set Forth in Omnibus Proof of Claim Other than for Security and Evidence of Transfer of Certain Claims Set Forth in Omnibus Proof of Claim* (the “Seller Transfer and Evidence of Transfer”), filed on March 3, 2020 [Docket No. 6051]⁴

BG Subrogation Partners I-A, L.L.C., a Delaware limited liability company (“SELLER”), previously acquired all rights, title, and interest in certain claims as set forth in the Seller Transfer and Evidence of Transfer. SELLER, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that SELLER has assigned, conveyed, transferred and set over, to:

TLFI Investments B, LLC
2100 McKinney Avenue, Suite 1500
Dallas, Texas 75201
Attention: Joshua Peck
jpeck@tpg.com; TSSPlegal@tpg.com

and its successors and assigns (“BUYER”), all rights, title, and interest in certain Claims set forth in the Seller Transfer and Evidence of Transfer, and identified in supporting information provided separately to the Debtors on a confidential basis, in the numbers and amounts set forth in Column D in the table below (*plus* additional claims arising from the wildfire(s) identified in such supporting information) (the “Transferred Claims”):

A	B	C	D
Category	Total Number or Amount of Claims held by SELLER as set forth in Seller Transfer and Evidence of Transfer (as of December 31, 2019)	Total Number or Amount of Claims retained by SELLER (as of December 31, 2019)	Total Number or Amount of Transferred Claims transferred herewith to BUYER (as of December 31, 2019)
Total Number of Insured Losses	1,419	710	709
Total Aggregate Amount of Liquidated Claims	\$935,756,430.88	\$467,844,628.58	\$467,911,802.30
Total Aggregate Amount of Reserved Claims	\$168,050,608.40	\$84,026,929.07	\$84,023,679.33
Total Aggregate Amount of Estimated Claims	\$69,022,847.00	\$34,511,423.50	\$34,511,423.50

³ An omnibus proof of claim number will be assigned by Prime Clerk to the Seller Transfer and Evidence of Transfer.

⁴ As set forth in the Seller Transfer and Evidence of Transfer, certain claims set forth in Omnibus Proof of Claim No. 55412, filed by Nationwide Mutual Insurance Company and certain of its affiliates on October 15, 2019, were transferred to Transferor.

BUYER, with respect to the Transferred Claims, expressly reserves its rights to further increase, amend, quantify, and/or correct such numbers or amounts for any reason.

SELLER hereby confirms that all future payments and distributions should be made, and all notices and other communications should be given, in respect of the Transferred Claims to BUYER. SELLER hereby (i) waives any objection to the transfer of the Transferred Claims to BUYER on the books and records of the Debtors and the Bankruptcy Court; (ii) waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local rules, or applicable law; and (iii) stipulates that an order may be entered without further notice to SELLER recognizing this Evidence of Transfer of Certain Claims set forth in Omnibus Proof of Claim as an unconditional assignment and BUYER as the valid owner of the Transferred Claims.

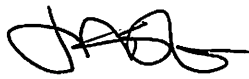
You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Transferred Claims to BUYER.

IN WITNESS WHEREOF, each of the undersigned has duly executed this Evidence of Transfer of Certain Claims set forth in Omnibus Proof of Claim by its duly authorized representative as of the 3rd day of March, 2020.

[Signature Page Follows]

SELLER:

BG Subrogation Partners I-A, L.L.C.
By: BRP Partners II, Inc., its Manager

By: 
Name: Joshua A. Greenhill
Title: Vice President

BUYER:

TLFI Investments B, LLC

By: _____
Name:
Title:

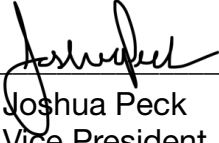
SELLER:

BG Subrogation Partners I-A, L.L.C.
By: BRP Partners II, Inc., its Manager

By: _____
Name:
Title:

BUYER:

TLFI Investments B, LLC

By:  _____
Name: Joshua Peck
Title: Vice President